

EXHIBIT 2

Auction / Bid Procedures Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
RTI HOLDING COMPANY, LLC, ¹)	Case No. 20-12456 (JTD)
)	
Debtors.)	(Jointly Administered)
)	

NOTICE OF SALE BY AUCTION AND BID PROCEDURES

PLEASE TAKE NOTICE that on November [], 2020, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Motion of Debtors for an Order (a) Approving Bid Procedures for the Sale of the Debtors’ Assets, (b) Approving Certain Bidder Incentives in Connection with the Debtors’ Entry Into a Stalking Horse Agreement, If Any and (c) Approving Procedures for the Assumption and Assignment of Executory Contract and Unexpired Leases* [Docket No. [●]] (the “Bid Procedures Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”) seeking, among other things, entry of an order (the “Bid Procedures Order”) (a) establishing bid procedures for the sale of substantially all of the Debtors’ assets (the “Assets”); (b) approving certain bidding incentives in connection with the Debtors’ entry into a stalking horse agreement, if any, and (c) procedures for the assumption, assignment and sale of executory contracts and unexpired leases (collectively, the “Assumed/Assigned Executory Contracts”). Please note that all capitalized terms used but not defined herein shall have the meanings set forth in the Bid Procedures Motion.

¹ The Debtors in these Chapter 11 Cases and the last four digits of each Debtor’s U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors’ mailing address is 333 East Broadway Ave., Maryville, TN 37804.

PLEASE TAKE FURTHER NOTICE that the Debtors are soliciting offers for the purchase of the Assets consistent with the bidding procedures (the “Bid Procedures”) approved by the Court by entry of an order on [●], 2020 [Docket No. [●]] (the “Bid Procedures Order”). **All interested bidders should carefully read the Bid Procedures and Bid Procedures Order.** Any interested bidder should contact Richard F. NeJame at FocalPoint Securities, LLC, FocalPoint Securities, LLC (“FocalPoint”), 11150 Santa Monica Blvd., Suite 1550, Los Angeles, California 90025 (Attn: Richard F. NeJame) and at rnejame@focalpointllc.com), the Debtor’s investment banking advisor. A separate notice will be provided to counterparties to executory contracts and unexpired leases with the Debtors that may be assumed, assigned and sold in connection with the Sale. To the extent that there are any inconsistencies between this notice and the Bid Procedures or Bid Procedures Order, the Bid Procedures or the Bid Procedures Order, as applicable, shall govern in all respects.

PLEASE TAKE FURTHER NOTICE that, if the Debtors receive qualified bids within the requirements and time frame specified by the Bid Procedures, the Debtors will conduct an auction (the “Auction”) of the Assets **on January 19, 2021, at 10:00 a.m. (prevailing Eastern Time)** at the offices of Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, Delaware 19801 (or at any other location as the Debtors may hereafter designate on proper notice).²

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the Sale at a hearing scheduled to commence on or before **February 4, 2021, at : .m. (prevailing Eastern Time)** (the “Sale and Confirmation Hearing”) before the Honorable John T. Dorsey, United States Bankruptcy Judge at the United States Bankruptcy Court for the District of Delaware, at 824 North Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bid Procedures Order with respect to any objections to proposed cure amounts or the assumption, assignment and sale of Assumed/Assigned Executory Contracts, objections to the relief requested in the Sale Motion ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court and served so as to be **actually received on or before January 29, 2021, at 4:00 p.m. (prevailing Eastern Time)** by the following parties:

Counsel to the Debtors	The United States Trustee
Pachulski Stang Ziehl & Jones LLP 919 Market St., 17th Floor Wilmington, Delaware 19801 Attn: Malhar S. Pagay and James E. O’Neill mpagay@pszjlaw.com, joneill@pszjlaw.com	Office of the United States Trustee For the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware, 19801 Attn: Linda Richenderfer Linda.Richenderfer@usdoj.gov

² The Auction may be held telephonically or via video conferencing.

Proposed Counsel to the Official Committee of Unsecured Creditors	Counsel to the DIP Lender Agent
<p>Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, New York 10036 Attn: Robert T. Schmidt and Adam Rogoff RSchmidt@KRAMERLEVIN.com and ARogoff@KRAMERLEVIN.com</p>	<p>Cleary Gottlieb Steen & Hamilton LLP One Liberty Plaza New York, New York 10006 Attn: Sean A. O'Neal and Jane VanLare soneal@cgsh.com, jvanlare@cgsh.com</p>

CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION:

ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BID PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT.

PLEASE TAKE FURTHER NOTICE that copies of the Bid Procedures Motion, the Bid Procedures, and the Bid Procedures Order, as well as all related exhibits, including the Stalking Horse Purchase Agreement and the proposed Sale Order, are available: (a) free of charge upon request to the Debtors' claims agent, Epiq Corporate Restructuring, LLC, at <https://dm.epiq11.com/rubytuesday>, or by calling 1-888-490-0613; or (b) for a fee via PACER by visiting <http://www.deb.uscourts.gov>.

Dated: [●]

PACHULSKI STANG ZIEHL & JONES LLP

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